

# Exhibit E

B 10 Modified (Official Form 10) (12/11)

UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM
Name of Debtor and Case Number: <b>Residential Capital, LLC, Case No. 12-12020</b>		
NOTE: This form should not be used to make a claim for an administrative expense (other than a claim asserted under 11 U.S.C. § 503(b)(9)) arising after the commencement of the case. A "request" for payment of an administrative expense (other than a claim asserted under 11 U.S.C. § 503(b)(9)) may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>Wachovia Bank and Wachovia Bank of Delaware, now succeeded by Wells Fargo Bank, N.A. ("WFBNA")</b>		<input type="checkbox"/> Check this box if this claim amends a previously filed claim.
Name and address where notices should be sent:  Wachovia Bank and Wachovia Bank of Delaware, now succeeded by Wells Fargo Bank, N.A. ("WFBNA") c/o James Donnell Winston & Strawn LLP 200 Park Avenue New York, NY 10166-4193  Paul Steve Dobel, Wells Fargo Bank, N.A. 333 Market St., 3rd Floor San Francisco, CA 94105		<b>Court Claim Number:</b> _____ (If known)  <b>Filed on:</b> _____
Telephone number: (212) 294-6700  Name and address where payment should be sent (if different from above):  Paul Steve Dobel, Wells Fargo Bank, N.A. 333 Market St., 3rd Floor San Francisco, CA 94105		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.
Telephone number: 415-371-3009  <b>Unliquidated</b>		<b>5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a).</b> If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.  <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. §507 (a)(4). <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5). <input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8). <input checked="" type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(9).
2. Basis for Claim: Commercial Deposit Agreement and attached documentation (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor: _____	3a. Debtor may have scheduled account as: _____ (See instruction #3a)	3b. Uniform Claim Identifier (optional): _____ (See instruction #3b)
4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.  Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other Describe: Value of Property: \$ <b>Unknown</b> Annual Interest Rate _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable (when case was filed) Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ <b>Unliquidated</b> Basis for perfection: See attached		
Amount of Secured Claim: \$ <b>Unliquidated</b>	Amount Unsecured: \$ <b>Unliquidated</b>	<b>Amount entitled to priority:</b> <b>Unknown</b> \$ _____
6. Claim Pursuant to 11 U.S.C. § 503(b)(9): Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before May 14, 2012, the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. \$ <b>0.00</b> (See instruction #6)		
7. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #7)		
8. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. (See instruction #8, and the definition of "redacted".)		
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.		
If the documents are not available, please explain:		
9. Signature: (See instruction #9) Check the appropriate box. <input type="checkbox"/> I am the creditor. <input checked="" type="checkbox"/> I am the creditor's authorized agent. (Attach copy of power of attorney, if any.) <input type="checkbox"/> I am the trustee, or the debtor, or their authorized agent. (See Bankruptcy Rule 3004.) <input type="checkbox"/> I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)		
I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief. Print Name: Paul Steve Dobel Title: Senior Vice President Company: Wells Fargo, N.A. (Signature) <b>Paul Steve Dobel 11-2-12</b> (Date) _____		
Address and telephone number (if different from notice address above): Same as above Same as above		
Telephone number: 415-371-3009 Email: <a href="mailto:dobels@wellsfargo.com">dobels@wellsfargo.com</a>		Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or +

**KURTZMAN CARSON CONSULTANTS**

COURT USE ONLY



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LOS ANGELES		

November 13, 2012

**COURTNEY SCHOCH**  
Law Clerk  
212-294-3516  
[cschoch@winston.com](mailto:cschoch@winston.com)

**VIA FEDERAL EXPRESS**

ResCap Claims Processing Center c/o KCC  
2335 Alaska Ave  
El Segundo, CA 90245

Re: In re Residential Capital et al Proof of  
Claims Filing

Enclosed please find the Proof of Claim Forms, Addendum, and Exhibits on behalf of Wachovia Bank and Wachovia Bank of Delaware, now succeeded by Wells Fargo Bank, N.A. Please file the enclosed claims and return a time stamped copy of the forms to me in the envelope provided.

Please do not hesitate to contact me if there is a problem.

Sincerely



/s

Courtney Schoch

**WINSTON & STRAWN LLP**

James Donnell: ([jdonnell@winston.com](mailto:jdonnell@winston.com))  
200 Park Avenue  
New York, NY 10166-4193  
Telephone: (212) 294-6700  
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*Attorneys for WFNBA*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	}	Case No. 12-12020-MG
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	}	Chapter 11
Debtors.	}	Joint Administration Pending
	)	

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**ADDENDUM TO PROOF OF CLAIM FILED BY WACHOVIA BANK AND  
WACHOVIA BANK OF DELAWARE, NOW SUCCEDED  
BY WELLS FARGO BANK, N.A.**

1. This addendum is submitted with and incorporated as part of the proof of claim (collectively, the “Claim”) filed by Wachovia Bank and Wachovia Bank of Delaware, now succeeded by Wells Fargo Bank, N.A. (“WFBNA” or “the Bank”)
2. On January 3, 2012, Residential Capital, LLC, Residential Funding Co., LLC, Passive Asset Transactions LLC, RFC Asset Holdings II, LLC, Residential Mortgage Real Estate Holdings, LLC, Residential Funding Real Estate Holdings, LLC, Homecoming Financial Real Estate Holdings, LLC, GMAC Mortgage, LLC, and DiTech, LLC (“the Ally/ResCap Entities”) executed a commercial deposit agreement (“CDA”) with WBFNA. By notice given on March 19, 2012, that deposit agreement was amended, effective on April 25, 2012.

3. Claimant reserves all rights against any other entity, including, without limitation, non-debtor affiliates of the Debtors.
4. Attached hereto as Exhibit A is a copy of the original commercial deposit agreement executed between WFBNA and the Ally/ResCap Entities dated January 3, 2012, delivered to Jordan Wishnew of Morrison & Foerster LLP, Debtors' counsel, via electronic mail, on March 7, 2012.
5. Attached hereto as Exhibit B is a copy of a letter by WFBNA, providing notice of amendments to the commercial deposit agreement dated January 3, 2012 to the Ally/ResCap Entities, effective April 25, 2012, delivered to Jordan Wishnew of Morrison & Foerster LLP on March 19, 2012.
6. Attached hereto as Exhibits C–J are the Account Control Agreements for Residential Capital, LLC, Residential Funding Company LLC, Residential Funding Company and GMAC LLC, Residential Mortgage Real Estate Holdings LLC, RFC Asset Holdings II, LLC, Homecomings Financial Real Estate Holdings, LLC, GMAC Mortgage, LLC, and Passive Asset Transactions, LLC. Attached as Exhibits K–O are WFBNA's Sweep Investment Service Description, Full Reconcilement Service Description, ACH Fraud Control Service Description, Positive Pay Service Description, and Wachovia Connection Service Description.